

FORM 3

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/22/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>OneWater Marine Inc. [ONEW]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock, par value \$0.01	1,014,573	I ⁽¹⁾⁽²⁾⁽⁶⁾	See footnotes ⁽²⁾⁽⁶⁾
Class B common stock, par value \$0.01 ⁽¹⁾	475,630	I ⁽¹⁾⁽³⁾⁽⁵⁾⁽⁶⁾	See footnotes ⁽³⁾⁽⁵⁾⁽⁶⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
One Water Marine Holdings, LLC common unit	(5)	(5)	Class A common stock, par value \$0.01	475,630	(5)	I ⁽¹⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	See footnotes ⁽⁴⁾⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>GOLDMAN SACHS GROUP INC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GOLDMAN SACHS & CO. LLC</u> (Last) (First) (Middle) <u>200 WEST STREET</u> (Street) <u>NEW YORK NY 10282</u>

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
GSSG Holdings LLC		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
SPECIAL SITUATIONS INVESTING GROUP II, LLC		
(Last)	(First)	(Middle)
200 WEST STREET		
(Street)		
NEW YORK	NY	10282
(City)	(State)	(Zip)

Explanation of Responses:

1. This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), GSSG Holdings LLC ("GSSG"), and Special Situations Investing Group II, LLC ("SSIG") (together, the "Reporting Persons"). Goldman Sachs is a subsidiary of GS Group, and GSSG is a wholly owned subsidiary of GS Group. SSIG is a wholly owned subsidiary of GSSG.
2. GS Group may be deemed to beneficially own indirectly, in the aggregate, 1,014,573 shares of Class A common stock, par value \$0.01 per share ("Class A common stock") of OneWater Marine Inc. (the "Issuer") by reason of the direct or indirect beneficial ownership of such shares as follows: (i) 1,408 shares of Class A common stock held by Goldman Sachs and (ii) 1,013,165 shares of Class A common stock held by SSIG.
3. GS Group may be deemed to beneficially own indirectly, in the aggregate, 475,630 shares of Class B common stock, par value \$0.01 per share ("Class B common stock") of the Issuer by reason of the indirect beneficial ownership of 475,630 shares of Class B common stock held by SSIG.
4. GS Group may be deemed to beneficially own indirectly, in the aggregate, 475,630 common units ("Common Units") of One Water Marine Holdings, LLC ("One Water LLC"), by reason of the indirect beneficial ownership of 475,630 Common Units held by SSIG.
5. Each share of Class B common stock has no economic rights but entitles its holder to one vote on all matters to be voted on by shareholders generally. At the request of the holder, each Common Unit may be coupled with a share of Class B common stock and redeemed for, at the Issuer's election and subject to certain restrictions in the Fourth Amended and Restated Limited Liability Company Agreement of OneWater LLC (the "OneWater LLC Agreement"), newly-issued shares of Class A common stock of the Issuer on a one-for-one basis or for a cash payment to be determined pursuant to the OneWater LLC Agreement for each Common Unit redeemed. The Common Units do not expire.
6. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interests in, such securities for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Exhibit 24.1 - Power of Attorney (GS Group) Exhibit 24.2 - Power of Attorney (Goldman Sachs) Exhibit 24.3 - Power of Attorney (GSSG) Exhibit 24.4 - Power of Attorney (SSIG)

<u>/s/ Nathan R. Burby,</u>	<u>09/22/2020</u>
<u>Attorney-in-fact</u>	
<u>/s/ Nathan R. Burby,</u>	<u>09/22/2020</u>
<u>Attorney-in-fact</u>	
<u>/s/ Nathan R. Burby,</u>	<u>09/22/2020</u>
<u>Attorney-in-fact</u>	
<u>/s/ Nathan R. Burby,</u>	<u>09/22/2020</u>
<u>Attorney-in-fact</u>	
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Nathan R. Burby, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until the earlier of (i) November 3, 2022 and (ii) such time that it is revoked in writing by the Company; provided that in the event the attorney-in-fact ceases to be an employee of the Company or its affiliates or ceases to perform the function in connection with which he/she was appointed attorney-in-fact prior to such time, this Power of Attorney shall cease to have effect in relation to such attorney-in-fact upon such cessation but shall continue in full force and effect in relation to any remaining attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 8, 2019.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Karen P. Seymour

Name: Karen P. Seymour

Title: Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS & CO. LLC (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Nathan R. Burby, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 8, 2019.

GOLDMAN SACHS & CO. LLC

By: /s/ Karen P. Seymour

Name: Karen P. Seymour

Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSSG HOLDINGS LLC (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Nathan R. Burby, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until the earlier of (i) September 16, 2023 and (ii) such time that it is revoked in writing by the undersigned; provided that in the event the attorney-in-fact ceases to be an employee of the Company or its affiliates or ceases to perform the function in connection with which he/she was appointed attorney-in-fact prior to such time, this Power of Attorney shall cease to have effect in relation to such attorney-in-fact upon such cessation but shall continue in full force and effect in relation to any remaining attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 16, 2020.

GSSG HOLDINGS LLC

By: /s/ Milton Millman
Name: Milton Millman
Title: Authorized Signatory

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that SPECIAL SITUATIONS INVESTING GROUP II, LLC (the "Company") does hereby make, constitute and appoint each of Jamison Yardley and Nathan R. Burby, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 16, 2020.

SPECIAL SITUATIONS INVESTING GROUP II, LLC

By: /s/ Milton Millman

Name: Milton Millman

Title: Authorized Signatory
